

**Fill in this information to identify your case:**

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known)

Chapter

7☐ Check if this an amended filing

## Official Form 201

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	<u>Bruce's Bagels, Beverages, and Bites, LLC</u>	
<hr/>		
2. All other names debtor used in the last 8 years <small>Include any assumed names, trade names and doing business as names</small>	<u>FKA 1885, LLC</u>	
<hr/>		
3. Debtor's federal Employer Identification Number (EIN)	<u>82-5035590</u>	
<hr/>		
4. Debtor's address	<b>Principal place of business</b>  <u>700 Van Ness Avenue</u> <u>Fresno, CA 93721</u> <small>Number, Street, City, State &amp; ZIP Code</small>  <u>Fresno</u> <small>County</small>	<b>Mailing address, if different from principal place of business</b>  <hr/> <small>P.O. Box, Number, Street, City, State &amp; ZIP Code</small>  <b>Location of principal assets, if different from principal place of business</b>  <hr/> <small>Number, Street, City, State &amp; ZIP Code</small>
<hr/>		
5. Debtor's website (URL)	<u>www.bitwiseindustries.com</u>	
<hr/>		
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____	
<hr/>		

Debtor **Bruce's Bagels, Beverages, and Bites, LLC**  
Name

Case number (if known)

**7. Describe debtor's business** A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. *Check all that apply*

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

**5419****8. Under which chapter of the Bankruptcy Code is the debtor filing?** *Check one:*

- ☒ Chapter 7
- ☐ Chapter 9

☐ Chapter 11. *Check all that apply:*

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

- ☐ No
- ☒ Yes.

Debtor **Bruce's Bagels, Beverages, and Bites, LLC** Case number (if known) \_\_\_\_\_  
NameList all cases. If more than 1,  
attach a separate listDebtor **See attached Annex A** Relationship \_\_\_\_\_

District \_\_\_\_\_ When \_\_\_\_\_ Case number, if known \_\_\_\_\_

**11. Why is the case filed in this district?**

Check all that apply:

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention?** (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other \_\_\_\_\_

**Where is the property?** \_\_\_\_\_

Number, Street, City, State &amp; ZIP Code

**Is the property insured?**

- ☐ No
- ☐ Yes. Insurance agency \_\_\_\_\_  
Contact name \_\_\_\_\_  
Phone \_\_\_\_\_

**Statistical and administrative information****13. Debtor's estimation of available funds**

Check one:

- ☐ Funds will be available for distribution to unsecured creditors.
- ☒ After any administrative expenses are paid, no funds will be available to unsecured creditors.

**14. Estimated number of creditors**

- |                                          |                                        |                                            |
|------------------------------------------|----------------------------------------|--------------------------------------------|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000   | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99           | <input type="checkbox"/> 5001-10,000   | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199         | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999         |                                        |                                            |

**15. Estimated Assets**

- |                                                           |                                                        |                                                          |
|-----------------------------------------------------------|--------------------------------------------------------|----------------------------------------------------------|
| <input type="checkbox"/> \$0 - \$50,000                   | <input type="checkbox"/> \$1,000,001 - \$10 million    | <input type="checkbox"/> \$500,000,001 - \$1 billion     |
| <input type="checkbox"/> \$50,001 - \$100,000             | <input type="checkbox"/> \$10,000,001 - \$50 million   | <input type="checkbox"/> \$1,000,000,001 - \$10 billion  |
| <input checked="" type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million  | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million          | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion          |

**16. Estimated liabilities**

- |                                                             |                                                        |                                                          |
|-------------------------------------------------------------|--------------------------------------------------------|----------------------------------------------------------|
| <input type="checkbox"/> \$0 - \$50,000                     | <input type="checkbox"/> \$1,000,001 - \$10 million    | <input type="checkbox"/> \$500,000,001 - \$1 billion     |
| <input type="checkbox"/> \$50,001 - \$100,000               | <input type="checkbox"/> \$10,000,001 - \$50 million   | <input type="checkbox"/> \$1,000,000,001 - \$10 billion  |
| <input type="checkbox"/> \$100,001 - \$500,000              | <input type="checkbox"/> \$50,000,001 - \$100 million  | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input checked="" type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion          |

Debtor **Bruce's Bagels, Beverages, and Bites, LLC**  
Name

Case number (if known)

**Request for Relief, Declaration, and Signatures****WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature  
of authorized  
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **June 28, 2023**  
MM / DD / YYYY**X /s/ Ollen Douglass**  
Signature of authorized representative of debtor**Ollen Douglass**  
Printed nameTitle **Interim President****18. Signature of attorney****X /s/ William E. Chipman, Jr.**  
Signature of attorney for debtorDate **June 28, 2023**  
MM / DD / YYYY**William E. Chipman, Jr.**  
Printed name**Chipman Brown Cicero & Cole, LLP**  
Firm name**Hercules Plaza**  
**1313 North Market Street, Suite 5400**  
**Wilmington, DE 19801**  
Number, Street, City, State & ZIP CodeContact phone **(302) 295-0191**Email address **chipman@chipmanbrown.com****3818 DE**

Bar number and State

**ANNEX 1 – AFFILIATED DEBTORS**

The following list identifies all of the affiliated entities, including the Debtor filing this petition, that have filed voluntary petitions for relief in this Court under chapter 7 of the United States Code, substantially contemporaneously with the filing of this petition.

	<b>DEBTOR’S NAME</b>	<b>DEBTOR’S EIN</b>
1.	BW Industries Inc.	84-2292459
2.	Bitwise Industries, Inc.	47-1635652
3.	BWRD, LLC	82-4789692
4.	Alpha Works Technologies, LLC	82-1008307
5.	Bruce’s Bagels, Beverages, and Bites, LLC	82-5035590

**RESOLUTIONS OF THE GOVERNING BODIES OF  
BW INDUSTRIES INC.,  
BITWISE INDUSTRIES, INC.,  
ALPHA WORKS TECHNOLOGIES, LLC,  
BWRD, LLC, AND  
BRUCE’S BAGELS, BEVERAGES, & BITES, LLC**

**June 28, 2023**

**WHEREAS**, BW Industries Inc., a Delaware corporation (“**BWI**”) is the sole stockholder of Bitwise Industries, Inc., a California corporation (“**Bitwise**”), its direct wholly owned subsidiary;

**WHEREAS**, BWI is the sole Member of Alpha Works Technologies, LLC, a California Limited Liability Company (“**Alpha Works**”), and BWRD, LLC, a California Limited Liability Company (“**BWRD**”), and Bruce’s Bagels, Beverages, & Bites, LLC, a California Limited Liability Company (“**BBBB**”), its direct wholly owned subsidiaries;

**WHEREAS**, Bitwise is the Manager of Alpha Works, BWRD and BBBB;

**WHEREAS**, the board of directors, or manager, of each of BWI, Bitwise, Alpha Works, BWRD, and BBBB, as applicable (in each case, the “**Governing Body**”) of each of BWI, Bitwise, Alpha Works, BWRD, and BBBB (collectively, the “**Companies**” and each such entity, a “**Company**”) has reviewed and had the opportunity to ask questions about the materials presented by the management and the legal and financial advisors of such each Company regarding the liabilities and liquidity of such Company, including that the Companies do not have sufficient capital to maintain operations and the impact of the foregoing on such Company’s businesses;

**WHEREAS**, the Governing Body of each Company has had the opportunity to consult with the management and the legal and financial advisors of such Company to fully consider options available considering that the Companies do not have sufficient capital to maintain operations;

**WHEREAS**, the Governing Body of each Company has reviewed, considered, and received the recommendation of senior management of such Company and the advice of such Company’s professionals and advisors with respect to the options available to such Company, including the possibility of pursuing a bankruptcy proceeding under Chapter 7 of title 11 of the United States Code (as amended, the “**Bankruptcy Code**”);

**WHEREAS**, the undersigned, being the Governing Body of each of the Companies, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, the California General Corporation Law, and the applicable governing documents of each such Company, hereby adopt the following resolutions by written consent;

**NOW, THEREFORE, BE IT RESOLVED**, that after consideration of the financial state of the Companies and the recommendations of senior management of each of the Companies and the advice of each of the Companies’ professionals and advisors, the Governing Body has determined

in its business judgment that it is in the best interest of each of the Companies, their creditors, shareholders, members, and other interested parties, and stakeholders that a voluntary petition be filed by each of the Companies under Chapter 7 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (each a “**Bankruptcy Petition**”); and it is

**FURTHER RESOLVED**, that Ollen Douglass, and any other officer or person designated and so authorized to act (each, an “**Authorized Person**”) are, and each hereby is, authorized, empowered and directed, in the name and on behalf of each of the Companies (a) to execute, verify and file on behalf of each of the Companies all documents necessary or appropriate in connection with the filing of each Bankruptcy Petition, including, without limitation, all petitions, affidavits, declarations, schedules, statements of financial affairs, lists, motions, applications, pleadings, and other papers or documents in connection with each Bankruptcy Petition; (b) take and perform any and all actions deemed necessary and proper to obtain such relief as authorized herein and in connection with each Company’s Chapter 7 case (the “**Bankruptcy Case**”); (c) appear as necessary at all bankruptcy proceedings on behalf of each Company; and (d) pay all such expenses where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein; and it is


**FURTHER RESOLVED**, that the Authorized Persons are, and each of them hereby is, authorized and directed to employ the law firm of Chipman Brown Cicero & Cole, LLP as counsel to assist the Companies in filing for relief under Chapter 7 of the Bankruptcy Code and in carrying out the Companies’ duties under Chapter 7 of the Bankruptcy Code, and the officers of the Companies are hereby authorized and directed to execute retention agreements and pay retainers prior to the filing of the bankruptcy cases; and it is

**FURTHER RESOLVED**, that the Authorized Persons are, and each of them hereby is, authorized and directed to employ Stretto, Inc. to assist the Companies in preparing (i) schedules of assets and liabilities; and (ii) statements of financial affairs, necessary for filing for relief under Chapter 7 of the Bankruptcy Code, and the officers of the Companies are hereby authorized and directed to execute retention agreements and pay retainers prior to the filing of the bankruptcy cases; and it is

**FURTHER RESOLVED**, that all instruments, agreements, certificates, consents, waivers or other documents heretofore executed and delivered (or caused to be executed and delivered) and all acts lawfully done or actions lawfully taken by any Authorized Person in connection with the Bankruptcy Cases, or any further action to seek relief on behalf of each Company under Chapter 7 of the Bankruptcy Code, or in connection with the Bankruptcy Cases, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of such Company; and it is

**FURTHER RESOLVED**, that the acts, actions and transactions heretofore taken by the officers of each Company or the Directors of each Company in the name of and on behalf of each Company in furtherance of the purpose and intent of any or all of the foregoing resolutions, which acts, actions and transactions would have been approved by the foregoing resolutions except that such acts were taken before those resolutions were adopted, be, and hereby are, ratified, confirmed, and approved in all respects.

**IN WITNESS WHEREOF**, the undersigned, being all members of the board of directors of BW Industries Inc., have executed this written consent as of the date first set forth above.

DocuSigned by:  
  
71A177D1E32545F...  
Name: Mitchell D. Kapor

\_\_\_\_\_  
Name: Paula Pretlow

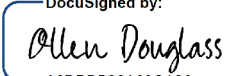
\_\_\_\_\_  
Name: Ollen Douglass



**IN WITNESS WHEREOF**, the undersigned, being all members of the board of directors of BW Industries Inc., have executed this written consent as of the date first set forth above.

\_\_\_\_\_  
Name: Mitchell D. Kapor

\_\_\_\_\_  
Name: Paula Pretlow

DocuSigned by:  
  
\_\_\_\_\_  
A6DDB5C0A00C4C0...  
Name: Ollen Douglass

**IN WITNESS WHEREOF**, the undersigned, being all members of the board of directors of BW Industries Inc., have executed this written consent as of the date first set forth above.

\_\_\_\_\_  
Name: Mitchell D. Kapor

\_\_\_\_\_  
DocuSigned by:  
*Paula B. Pretlow*  
\_\_\_\_\_  
414F5BB5DA15411...  
Name: Paula Pretlow

\_\_\_\_\_  
Name: Ollen Douglass

**IN WITNESS WHEREOF**, the undersigned, being all members of the board of directors of Bitwise Industries, Inc., have executed this written consent as of the date first set forth above.

DocuSigned by:

*Mitchell D. Kapor*

71A177D1E32545F...

Name: Mitchell D. Kapor

Name: Paula Pretlow

Name: Ollen Douglass

**IN WITNESS WHEREOF**, the undersigned, being all members of the board of directors of Bitwise Industries, Inc., have executed this written consent as of the date first set forth above.

\_\_\_\_\_  
Name: Mitchell D. Kapor

\_\_\_\_\_  
DocuSigned by:  
*Paula B. Pretlow*  
414F5BB5DA15411...  
Name: Paula Pretlow

\_\_\_\_\_  
Name: Ollen Douglass

**IN WITNESS WHEREOF**, the undersigned, being all members of the board of directors of Bitwise Industries, Inc., have executed this written consent as of the date first set forth above.


\_\_\_\_\_  
Name: Mitchell D. Kapor

\_\_\_\_\_  
Name: Paula Pretlow

\_\_\_\_\_  
DocuSigned by:  
*Ollen Douglass*  
A6DDB5C0A00C4C0...  
Name: Ollen Douglass

**IN WITNESS WHEREOF**, the undersigned, being the sole member of Alpha Works Technologies, Inc., has executed this written consent as of the date first set forth above.

**BITWISE INDUSTRIES, INC.**

By:  \_\_\_\_\_  
Name: Ollen Douglass  
Title: Authorized Signatory

**IN WITNESS WHEREOF**, the undersigned, being the sole member of BWRD, LLC, has executed this written consent as of the date first set forth above.

**BITWISE INDUSTRIES, INC.**

By:  \_\_\_\_\_  
Name: Ollen Douglass  
Title: Authorized Signatory

**IN WITNESS WHEREOF**, the undersigned, being the sole member of Bruce's Bagels, Beverages, & Bites, LLC, has executed this written consent as of the date first set forth above.

**BITWISE INDUSTRIES, INC.**

By:  \_\_\_\_\_  
Name: Allen Douglass  
Title: Authorized Signatory



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

Bruce's Bagels, Beverages, and Bites, LLC,

Debtor.

Tax I.D. No. 82-5035590

)  
) Chapter 7  
)  
) Case No. 23-XXXXX (XXX)  
)  
)  
)  
)

## **CORPORATE OWNERSHIP STATEMENT**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the authorized officer of Bruce’s Bagels, Beverages, and Bites, LLC (“**BBB&B**”) certifies that the following corporate entities directly own 10% or more of BBB&B’s membership interest:

EQUITY HOLDER	PERCENTAGE OF INTEREST
BW Industries Inc.	100%

**Fill in this information to identify the case:**Debtor name Bruce's Bagels, Beverages, and Bites, LLCUnited States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing

## Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration **Corporate Ownership Statement**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 28, 2023**X /s/ Ollen Douglass**

Signature of individual signing on behalf of debtor

**Ollen Douglass**

Printed name

**Interim President**

Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 7
BW Industries Inc.,	)	
Debtor.	)	Case No. 23-XXXXXX (XXX)
	)	
Tax I.D. No. 84-2292459	)	
	)	
In re:	)	
	)	Chapter 7
Bitwise Industries, Inc.,	)	
Debtor.	)	Case No. 23-XXXXXX (XXX)
	)	
Tax I.D. No. 47-1635652	)	
	)	
In re:	)	
	)	Chapter 7
BWRD, LLC,	)	
Debtor.	)	Case No. 23-XXXXXX (XXX)
	)	
Tax I.D. No. 82-4789692	)	
	)	
In re:	)	
	)	Chapter 7
Alpha Works Technologies, LLC,	)	
Debtor.	)	Case No. 23-XXXXXX (XXX)
	)	
Tax I.D. No. 82-1008307	)	
	)	
In re:	)	
	)	Chapter 7
Bruce's Bagels, Beverages, and Bites, LLC,	)	
Debtor.	)	Case No. 23-XXXXXX (XXX)
	)	
Tax I.D. No. 82-5035590	)	
	)	

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTORS**

1. Pursuant to 11 U.S.C. § 329(a) and Fed. R. Bankr. P. 2016(b), I certify that Chipman Brown Cicero & Cole, LLP (“**CBCC**” or the “**Firm**”) are attorneys for the above-named debtors (the “**Debtors**”) and that compensation paid to the Firm within one year before the filing of the petition of bankruptcy, or agreed to be paid to the Firm, for services rendered or to be rendered on behalf of the Debtors in contemplation of or in connection with this bankruptcy case is as follows:

For legal services, CBCC agreed to accept:	\$100,000.00 <sup>1</sup>
Prior to the filing of this statement, CBCC received:	\$100,000.00
Balance Due	<u>\$0.00</u>

2. The source of the compensation paid to the Firm was:

☒ Debtor BW Industries, Inc.      ☐ Other (Specify):

3. The source of compensation to be paid to the Firm was:

☒ Debtor BW Industries, Inc.      ☐ Other (Specify):

4.

☒ The Firm has not agreed to share the above-disclosed compensation with any other person unless they are members and associates of the Firm.

☐ The Firm has agreed to share the above-disclosed compensation with another person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed fee, the Firm agreed to render legal service for all aspects of the bankruptcy cases until the conclusion of the meeting of creditors pursuant to section 341(a) of the Bankruptcy Code, including:

- a. advise in connection with the preparation of the petitions, schedules of assets and liabilities, statements of financial affairs, schedules of income and expenditures, lists of creditors and equity security holders, statement of executory contracts and unexpired leases, and master mailing list;
- b. representation of the Debtors at the meeting of creditors pursuant to section 341(a) of the Bankruptcy Code; and

<sup>1</sup> Prior to the Petition Date and pursuant to a written engagement agreement, on June 9, 2023, the Firm received an \$100,000.00 retainer for restructuring advice and bankruptcy planning for BW Industries Inc., Bitwise Industries, Inc., BWRD, LLC, Alpha Works Technologies, LLC and Bruce's Bagels, Beverages, and Bites, LLC (the “**Retainer**”). The Retainer was fully drawn and fully earned by the Firm. All funds received from the Debtors were transferred from the Firm’s attorney trust account to its operating account prior to the filing of this case.

- c. representation of the Debtors as may otherwise be required to advise the Debtors regarding its rights and responsibilities as a debtor under chapter 7 of the Bankruptcy Code and the Bankruptcy Rules.

**CERTIFICATION**

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to the Firm for representation of the Debtors in these bankruptcy proceedings.

Dated: June 28, 2023  
Wilmington, Delaware

**CHIPMAN BROWN CICERO & COLE, LLP**

/s/ William E. Chipman, Jr.

William E. Chipman, Jr. (No. 3818)  
Mark D. Olivere (No. 4291)  
1313 North Market Street  
Suite 5400  
Wilmington, Delaware 19801  
Telephone: (302) 295-0191  
Facsimile: (302) 295-0199  
Email: [chipman@chipmanbrown.com](mailto:chipman@chipmanbrown.com)  
[olivere@chipmanbrown.com](mailto:olivere@chipmanbrown.com)

*Counsel for the Debtors*

**United States Bankruptcy Court  
District of Delaware**

In re **Bruce's Bagels, Beverages, and Bites, LLC**

Debtor(s)

Case No.

Chapter

**7**

**VERIFICATION OF CREDITOR MATRIX**

I, the Interim President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **June 28, 2023**

**/s/ Ollen Douglass**

**Ollen Douglass/Interim President**

Signer/Title

**Creditor Matrix**

Full Name	Address Line 1	Address Line 2	Address Line 3	City	State	Postal Code
Agri Capital Inc.	c/o Whitney, Thompson & Jeffcoach LLP	Attn: Timothy L. Thompson, Nikole E. Cunningham, Jacob S. Sarabian	970 W. Alluvial Ave.	Fresno	CA	
Alan Bedoya	Address Redacted					
Alfredo Bernal	Address Redacted					
Alfredo Martinez	Address Redacted					
Bakersfield Business Licenses	1600 Truxtun Ave			Bakersfield	CA	93301
Bill.com	6220 America Center Drive, Suite 100			San Jose	CA	95002
Bitwise Industries, Inc.	700 Van Ness Avenue			Fresno	CA	93721
BLDG Serves, LLC	700 Van Ness Avenue			Fresno	CA	93721
BW Industries Inc.	700 Van Ness Avenue			Fresno	CA	93721
CA AG LLC	c/o Whitney, Thompson & Jeffcoach LLP	Attn: Timothy L. Thompson, Nikole E. Cunningham, Jacob S. Sarabian	970 W. Alluvial Ave.	Fresno	CA	
California Department of Tax and Fee Administration	450 N Street			Sacramento	CA	95814
Christy Hathaway	Address Redacted					
Demi Perez	Address Redacted					
Eric Pennella	Address Redacted					
Fresno Business Licenses and Tax	2600 Fresno St #2156			Fresno	CA	93721
Gabrielle Rodriguez	Address Redacted					
Internal Revenue Service	PO Box 7346			Philadelphia	PA	19101-7346
Irma Olguin Jr	Address Redacted					
Jacqueline Hanson	Address Redacted					
Jake Soberal	Address Redacted					
Kathryn Truax	Address Redacted					
Kaylee Lynn Torres	Address Redacted					
Keith Arambula	Address Redacted					
Kevin Arambula	Address Redacted					
Mia Medina	Address Redacted					
Michaelangelo Covarrubia	Address Redacted					
My Design Deals, LLC	700 Van Ness Avenue			Fresno	CA	93721
Rachel Long	Address Redacted					
State of California	State Board Of Equalization	450 N Street, Mic:121		Sacramento	CA	94279-0121
State of Ohio	Ohio Department of Taxation	4485 Northland Ridge Blvd.		Columbus	OH	43229
The Scottsdale Insurance Company	c/o Nationwide Management Liability & Specialty	Attention: Claims Manager	7 World Trade Center, 37th Floor, 250 Greenwich Street	New York	NY	10007
Trevor Ohlsen	Address Redacted					